

VERBATIM PROCEEDINGS
DEPARTMENT OF PUBLIC HEALTH

CONNECTICUT HEALTH INFORMATION
TECHNOLOGY AND EXCHANGE
DR. THOMAS AGRESTA, CHAIRPERSON

AUGUST 20, 2012

101 EAST RIVER DRIVE
EAST HARTFORD, CONNECTICUT

POST REPORTING SERVICE
HAMDEN, CT (800) 262-4102

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
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1 . . .Verbatim proceedings of a meeting in
2 the matter of Connecticut Health Information Technology
3 and Exchange, held at 101 East River Drive, East Hartford,
4 Connecticut on August 20, 2012 at 4:36 P.M.

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9 CHAIRPERSON THOMAS AGRESTA: So we'll call
10 the meeting to order and we have one -- no, we actually
11 have a quorum. Mr. Carmody is joining us, so we have a
12 quorum so we can actually go in the right order then.
13 Okay, so Angela Mattie is also here.

14 So we're calling the meeting to order. The
15 first order of business is to accept the meeting minutes
16 from the last meeting.

17 MALE VOICE: So moved.

18 CHAIRPERSON AGRESTA: Is there a second?

19 MALE VOICE: Second.

20 CHAIRPERSON AGRESTA: Alright, any
21 discussion? Discussion? Alright, hearing no discussion
22 all in favor of accepting the minutes say Aye.

23 ALL VOICES: Aye.

24 CHAIRPERSON AGRESTA: Any opposed, any

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1 abstentions? Okay. Next order of business is to review
2 the Treasurer's report, which this time I believe
3 everybody got a copy of the Treasurer's report, the profit
4 and loss statement and the balance sheet as part of the
5 agenda items is that correct Chris?

6 MS. CHRIS KRAUS: Yes.

7 CHAIRPERSON AGRESTA: Okay, so everyone has
8 had this sent to them I think as of Friday of last week or
9 Thursday of last week. So the Treasurer's report, it says
10 that we have a total current assets including our current
11 bank account, which is \$237,313.52 with accounts
12 receivable of \$292,250 and a total assets of \$529,563.52.
13 We also have current liabilities of \$584,658.74, so our
14 total equity or net a negative of \$55,095.22.

15 And then we have a profit and loss
16 statement that goes from July of 2011 all the way up
17 through August 16, 2012, which sort of details out how we
18 are precisely at that net operating status. So I don't
19 know if there's any comments or discussion?

20 MR. DANIEL CARMODY: Just a question.
21 Chris, was this put together by the new accounting firm or
22 was this -- did we --

23 MS. KRAUS: I ran it out of Quick Books but
24 the accounting firm has checked all of our accounts to

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1 make sure everything is in the right category.

2 CHAIRPERSON AGRESTA: Okay so any comments,
3 observations? Alright, can I have a motion to accept the
4 Treasurer's report?

5 MR. CARMODY: So moved.

6 MR. STEVE CASEY: Second.

7 CHAIRPERSON AGRESTA: And seconded by
8 Steve. All in favor say Aye.

9 ALL VOICES: Aye.

10 CHAIRPERSON AGRESTA: Any Nays? Any
11 abstentions? Alright. The next order of business is that
12 we wish to go into executive session and we wanted to do
13 this early in the timeframe so that we could pursue the
14 executive session and then come out and be able to talk
15 about that afterwards and have the public kind of return
16 for any comments on the Axway business.

17 And I apologize to the folks who were here
18 early. I know this is a challenge but I think it was done
19 that way in order for us to be able to talk openly and
20 have you guys hear the afterward aspects of it. So can I
21 have a motion to go into executive session pursuant to the
22 language written as above?

23 MS. BRENDA KELLEY: So moved.

24 MS. KRAUS: Who was that, Brenda?

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1 MS. KELLEY: Brenda, yeah.

2 CHAIRMAN HOLLOWAY: Okay, and inviting into
3 executive session we typically invite in the -- for this
4 one I think we're going to invite in all the HITE/CT staff
5 and leadership. So if you want to introduce them
6 Marianne?

7 MS. MARIANNE HORN: Sure.

8 CHAIRPERSON AGRESTA: So we'll invite all
9 the HITE/CT staff in as well as also Marianne as she's
10 representing the Commissioner, and Bruce.

11 MR. BRUCE CHUDWICK: And Gregg, Gregg
12 Lallier is on the phone.

13 CHAIRPERSON AGRESTA: And Gregg Lallier on
14 the phone and -- go ahead.

15 MS. HORN: Okay. And with us at the table
16 is Karen Buffkin from the Office of Policy and Management,
17 and she is duly representing OPM today. So I'd like to
18 invite her to join the executive session as well.

19 MS. KAREN BUFFKIN: Thank you, as the
20 Deputy Secretary.

21 CHAIRPERSON AGRESTA: Okay. And we will
22 come out and get the folks who are outside --

23 MR. CHUDWICK: There's a motion by Brenda,
24 who seconded the motion to going into executive session?

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1 MS. ANGELA MATTIE I'll second.

2 MS. KRAUS: Who just seconded -- thank you.

3 MS. MATTIE: You're welcome.

4 CHAIRPERSON AGRESTA: All in favor?

5 ALL VOICES: Aye.

6 CHAIRPERSON AGRESTA: Any Nays, any

7 abstentions? Okay, we're in executive session.

8 (off the record -- executive session)

9 CHAIRPERSON AGRESTA: We'll go back on the
10 record.

11 MALE VOICE (via phone): Is there anything
12 you're going to need a quorum for in votes?

13 MR. DAVE GILBERTSON (via phone): I think
14 the benefits package.

15 CHAIRPERSON AGRESTA: And that's the first
16 issue, okay. Alright, so we're back in session and now
17 we're going on to the CEO report, the first component
18 being the HITE/CT benefits package.

19 MR. GILBERTSON: Okay, thank you. I would
20 like to get the Board approval for the benefits package.
21 We were able to work with the Executive Committee to get
22 the Executive Committee's approval based on input from the
23 last Board meeting. And the proposal has been distributed
24 to the members, and the agreement with the Executive

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1 Committee was to approve the benefits package as written.
2 The only caveat was that we put administrative procedures
3 around the CEO and award our negotiating as part of the
4 employment negotiations, additional PTO as stipulated in
5 the benefits package.

6 And I think we have worked with our HR
7 folks to do that. It should be a fairly straightforward
8 process but the bulk of the benefits package is in place
9 and everything is there. And we're asking the Board at
10 this point to approve the benefits package as written.

11 CHAIRPERSON AGRESTA: Can I have a motion?

12 MS. ELLEN ANDREWS: So moved.

13 CHAIRPERSON AGRESTA: Second?

14 DR. RONALD BUCKMAN: Second.

15 CHAIRPERSON AGRESTA: Okay, any discussion?

16 MS. ANDREWS: What is -- I don't remember
17 seeing it. The health benefits, what's --

18 CHAIRPERSON AGRESTA: Well, the benefits
19 package was sent out with the Board materials.

20 MS. KRAUS: Ellen, it was the same one as
21 before with the -- they would receive a stipend however
22 they had to show proof of health insurance. So nothing
23 along that line changed.

24 CHAIRPERSON AGRESTA: Yeah, the only thing

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1 that changed in the Executive Committee was really a much
2 clearer definition of how PTO was approved and earned.
3 And as David mentioned, sort of the ability and some
4 definition around what negotiating power the CEO had with
5 regards to the PTO. Nothing else really substantive --
6 you know, the Executive Committee did approve this with
7 the language changes as required, so.

8 Any other discussion? All in favor?

9 ALL VOICES: Aye.

10 CHAIRPERSON AGRESTA: Any opposed? And one
11 abstention, any other abstentions?

12 MS. HORN: Who abstained?

13 MS. ANDREWS: I did.

14 CHAIRPERSON AGRESTA: Ellen did. Okay, so
15 all in favor. David, next the sustainment plan.

16 MR. GILBERTSON: The sustainment plan was
17 submitted to ONC as part of our update and we haven't had
18 any feedback on it, but it was distributed to the Board
19 members for information. And certainly anybody that has
20 questions about it, please contact me directly. I'd be
21 glad to talk through it.

22 MS. HORN: And David, this is a draft plan
23 correct, it has not been approved yet by ONC?

24 MR. GILBERTSON: Right. It's been

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1 submitted to ONC.

2 MS. HORN: So subject to revision.

3 MR. GILBERTSON: Oh absolutely, yeah. It
4 may change based on their negotiations.

5 CHAIRPERSON AGRESTA: Okay, any comments?
6 So there wasn't any comments or questions about the
7 sustainment plan. Alright, the CTO report.

8 MR. JOHN DeSTEFANO: I don't know if
9 everybody has a handout? I'll just be brief. We had a
10 lot of activity over the last month in a number of
11 different areas. We started to look at CRM software and
12 project tracking software to manage some of the day to day
13 operations.

14 CHAIRPERSON AGRESTA: Define CRM for the
15 Board.

16 MR. DeSTEFANO: Oh, customer relations
17 management so we can track all of our contacts. And so we
18 started using some -- an online tool product called Zoho.
19 And it works pretty good so far so we'll see. It's
20 relatively inexpensive also.

21 MS. KRAUS: And we'll send this out.

22 MR. DeSTEFANO: The -- some Direct
23 activities, the HISP marketplace framework. The initial
24 draft of that has been developed and we talked about it

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1 last time, the concept of the Health Information Service
2 Providers and the marketplace concepts like a lot of
3 states are doing. Basically they just set up the
4 framework for a bunch of HISP spenders who come into the
5 state and operate with each other. They create a trust
6 fabric based on these policies and I think as I said last
7 time, ONC recommends that these Health Information
8 Exchanges like us don't really become Health Information
9 Service Providers in the Direct concept.

10 So we have a framework that's put together.
11 I think we'll try to -- I need some more guidance from
12 David on that, but we'll probably take it to the Technical
13 Committee for review and any make changes that need to be
14 put in place for it before we bring it back to the Board.

15 CHAIRPERSON AGRESTA: So -- go ahead.

16 MS. BARBARA PARKS-WOLF: To do that concept
17 via a facilitator, what kind of resources are needed to do
18 that?

19 MR. DeSTEFANO: Different states have taken
20 different approaches. Rhode Island may have one person
21 part-time on it but it gets complicated in that some
22 states have -- also have the Regional Extension Centers as
23 part of the same company that's the Health Information
24 Exchange. So in that case you get instant marketing of

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1 your Health Information Exchange assets out to potential
2 customers through the Regional Extension Center.

3 What Rhode Island told us though is that
4 that hasn't worked so well. Really what sells Direct at
5 least in Rhode Island is a customer to customer or peer to
6 peer. So one provider in a community uses it and he has
7 trading partners in that community that he might send
8 documents to, so he talks to those guys and he says why
9 don't you guys sign up for this too. And that's where
10 Rhode Island has had the best play with.

11 MS. PARKS-WOLF: But when you say have a
12 network of HISP that you facilitate it would be more than
13 Direct, or no?

14 MR. DeSTEFANO: No, the HISP is that the
15 Health Commission Service Providers are those Direct
16 venders. They provide --

17 MS. PARKS-WOLF: It's Direct --

18 MR. DeSTEFANO: -- right, it's Direct
19 venders. And so basically it's just made all the policies
20 around what needs to be put in place to share those Direct
21 -- those secure e-mails between different HISP providers.

22 MS. KELLEY: Okay, I'm confused. When we
23 were talking a few -- earlier and you talked about Rhode
24 Island and I understood that it sounds like they did that,

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1 and then you said Pennsylvania has a good model --

2 MR. DeSTEFANO: Pennsylvania is doing the
3 same -- they have a Direct --

4 MS. KELLEY: -- so they're not doing --
5 they're not operating the Direct themselves?

6 MR. DeSTEFANO: They are inviting venders
7 into the state to operate it.

8 MS. KELLEY: But not one.

9 MR. DeSTEFANO: More than one.

10 MS. KELLEY: Alright.

11 MR. DeSTEFANO: In Connecticut we already
12 -- you know, essentially Alexotil, they've been very
13 closely aligned with what's going on with Direct
14 implementations at ONC. So Alexotil up in Danbury, if
15 Danbury so chooses to go that direction they already have
16 a compliant HISP vender with that product.

17 MS. KELLEY: Okay, but we voted on -- I
18 abstained, I remember it. But we voted on doing a phased
19 approach with Direct, us providing it. And now we're
20 talking about talking to Axway. But it sounds -- and you
21 said this at the last meeting too John, and I've heard
22 David say it, that that doesn't sound like it's the way
23 it's being done in the places that are being successful.

24 MR. DeSTEFANO: That would be correct.

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1 MS. KELLEY: Alright.

2 MR. DeSTEFANO: So -- and this opens it up.
3 I don't know that -- and again, this is just for review
4 currently, but I don't know that we'd want to go into it
5 and say HITE/CT is the only provider of Direct services in
6 Connecticut. I don't think that that would be good from a
7 community perspective. There are other communities
8 already operating in the state that may choose to stand up
9 their own Direct services.

10 What we really want to make sure is that
11 when it comes time to talk to each other that if I'm at
12 Day Kimball, you know in Killingly/Putnam, that I can send
13 something to the Direct implementation down at Yale if I
14 move a patient in that direction, so.

15 MS. KELLEY: Okay.

16 DR. BUCKMAN: Just -- John, are you
17 familiar with something called Doximity?

18 MR. DeSTEFANO: I've heard of it, yeah.

19 DR. BUCKMAN: You've heard of it, okay. So
20 it's secure messaging physician to physician.

21 MR. DeSTEFANO: Yup.

22 DR. BUCKMAN: Okay. It's out there --

23 MR. DeSTEFANO: Yup. It isn't -- it
24 doesn't follow exactly the Direct model.

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1 DR. BUCKMAN: No it does not, but it does
2 meet the requirements for meaningful use agents.

3 MR. DeSTEFANO: Stage one.

4 DR. BUCKMAN: Stage one, right.

5 MR. DeSTEFANO: Well, where you get into a
6 little trouble now is the newer EHR implementations that
7 have Direct built into them. So when they -- when you
8 really want to get workflow use out of it from your EHR it
9 would be nice if you can go into the EHR instead of having
10 to package up a document and send it out on your e-mail
11 system, that it just comes out of your EHR in the
12 appropriate format.

13 And that's where the venders are building
14 compliance with what ONC is purported with Direct, so.
15 The next stage --

16 DR. BUCKMAN: I'm just bringing it up
17 because that's a lot of the competition out there; a lot
18 of the competition products that are being provided to
19 physicians at no cost.

20 MR. DeSTEFANO: No, I agree. I think it's
21 a good way to move secure e-mail. It's just -- and they
22 may, I don't know a good knowledge of the company other
23 than what I've seen on their website. But they may build
24 Direct compliance into it too, I'm not really sure.

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1 The other thing -- if there are no more
2 questions the other thing that we've started to look at is
3 we've started to build some business models around
4 different approaches to Direct. So the approach that we
5 set up is a trust fabric for the state and we just become
6 more or less the monitor of the framework. The model
7 where we bring in -- and this has been done in a number of
8 states, to bring in a vender and say you're the -- you
9 know, we're going to have a HISP marketplace but you're
10 the vender for HITE/CT but we want you to do everything
11 for us. So how much would that cost?

12 And then a couple of different approaches.
13 One, we haven't gotten a lot of information back from
14 Axway yet as far as exact cost, but there are companies
15 out there like MERC that sell a Direct implementation that
16 you can buy and run as if you were a HISP. So what's --
17 and I have some -- I actually have a lot of numbers on
18 those which I'd like to present at the next Board meeting
19 in more detail if we can have some more time to do it.

20 CHAIRPERSON AGRESTA: This would be as if
21 we needed to take a different direction because of
22 contracts, etc. --

23 MR. DeSTEFANO: Right.

24 CHAIRPERSON AGRESTA: -- options and --

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1 MR. DeSTEFANO: -- right, these are all
2 options. These are optional --

3 CHAIRPERSON AGRESTA: Alright, so --

4 MR. DeSTEFANO: -- just to get some
5 information on what's available in the marketplace and
6 what the trends are. The next item that I've started to
7 work on is an enterprise architecture blueprint. And that
8 goes back to Dan, what you said about what is HITE/CT,
9 what is our business, what are we going to do over the
10 next four or five years? When we start to look at what
11 the business is then we can start to line up what the
12 technology is that we need to support that business.

13 So again, a lot of borrowing from what
14 other states have done around creating these architecture
15 frameworks. This is more of a blueprint-type thing where
16 there's not a lot of technology in it but it's more about
17 the business needs of the community that we serve. You
18 know, what we feel we can provide as services. What types
19 of technology would we potentially have to put in place to
20 support those kinds of services. So that's underway and I
21 expect by next Board meeting that I'll have a first draft
22 of that that we can present.

23 MR. CARMODY: And is there any -- and again
24 going back to our conversation with the Technology

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1 Committee where -- I mean, are you working with him or are
2 we going to provide some insight because I still come back
3 to this technology when we talked about it -- I mean,
4 there was a couple of meetings that the Lieutenant
5 Governor actually started to run that says -- and we made
6 the pitch that said you're going to need an identity
7 management system. You're going to need these other
8 features and functions and this is the type of stuff that
9 we were standing up and -- you know, even on the Insurance
10 Exchange they were going to put a website in for the end
11 customer.

12 And we said well geeze, that was a later
13 phase for us. So again, merging of the efforts to figure
14 out well geeze, if we're moving these things along and
15 you're moving the other ones along how does that come
16 together? And that to me gets into -- you know, what is
17 this for the state because again, it's either we're going
18 to sink or swim on the fact that if we are in and we
19 decide that we want to continue to move forward and offer
20 these other services are we just ahead of our time and our
21 people needing to catch up and we're really looking for
22 bridge dollar amounts, or are we just out there on our own
23 and we're not part of the fabric?

24 CHAIRPERSON AGRESTA: There is some

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1 movement afoot that's starting to think about, you know,
2 trying to develop a little bit larger state approach to
3 this. And some may even request to CMS, kind of saying
4 that they're willing to sort of provide planning money and
5 seed money for states who are going to do health care
6 reform and other activities for planning and what are the
7 infrastructure pieces moving forward. It's more state
8 level plans, so there may be ways to kind of offer the
9 insights that you're gathering as part of this to that
10 planning process.

11 MR. DeSTEFANO: And I think that Dan's
12 point, which was is a very good one, that there are a lot
13 of efforts going on. I went to one Committee meeting for
14 the Committee for the State. Unfortunately it was the
15 last meeting so that particular Committee is done with
16 their recommendations. But just from the conversation
17 there, identity services, ENPI services, those types of
18 things, secure messaging, those are all -- you know, it
19 seems to me from those conversations technology that would
20 be applicable to the State certainly. But I don't have
21 any forum really to get involved in those conversations.
22 I don't know Steve if you --

23 MR. CASEY: We could help you with that
24 certainly.

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1 MR. DeSTEFANO: Yeah. It might be just
2 here's what we got, you know, how does it fit in with the
3 overall plan?

4 MR. CASEY: I've been working on identity
5 and access management, just the planning section for the
6 last six months. And we're waiting for -- we haven't even
7 finalized it to see if we can get funding from the Bonding
8 Commission -- get a certificate of authority, there's a
9 requirement for a certificate of authority.

10 MR. DeSTEFANO: Alright, so just a couple
11 of quick things, lessons learned. We have talked in
12 depth, visited a few states, and I have some contacts in
13 Pennsylvania and Texas who were part of the health
14 authorities there who I've talked to at length. So we've
15 talked to Maine, Massachusetts, Rhode Island, Pennsylvania
16 and Texas about their approach. We have a pretty good
17 document on lessons learned that -- you know, maybe it
18 might be helpful just to send that out to all the
19 Committee members just for the research that we've done so
20 far.

21 And I can tell you that many of these
22 states are in the same position that we are in. They've
23 taken different approaches. No state seems to be the same
24 but there are some common approaches that states have

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1 taken and they've been successful with them. A couple of
2 comments on the pilot status. So we are working with the
3 Axway mail gate product right now to connect CH -- I put
4 CH, it's supposed to be CHC, CHC and CMHA together through
5 the Axway mail gate product to be able to send secure e-
6 mails back and forth. It doesn't -- it does get us some
7 numbers for the ONC grant, so we are working on that. And
8 I would expect Lori -- within the next couple of weeks
9 that should be almost wrapped up and we'll have some real
10 messages flowing across that.

11 CHAIRPERSON AGRESTA: So we will actually
12 be live in a couple of weeks?

13 MR. DeSTEFANO: That will --

14 CHAIRPERSON AGRESTA: It's good news and
15 something to look forward to --

16 MR. DeSTEFANO: -- that depends on those
17 two organizations and their willingness to bring it live,
18 but we will be at a point where we have all the pieces and
19 parts in place and they work so they could be.

20 MS. HORN: They could text.

21 CHAIRPERSON AGRESTA: Okay.

22 MR. DeSTEFANO: And the -- we have a
23 meeting with Qwest on Wednesday to discuss a more Direct-
24 type implementation. Their EHR is -- they say it's Direct

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1 compliance, so we just need to see what that means and how
2 it fits with the technology we currently have.

3 CHAIRPERSON AGRESTA: Their EHR, something
4 they want to sell in the marketplace?

5 MR. DeSTEFANO: They already have it
6 distributed to a lot of them.

7 MR. GILBERTSON: Their lab system.

8 MR. DeSTEFANO: Their lab system, yeah.

9 MR. GILBERTSON: Yeah, they communicate now
10 through Direct.

11 CHAIRPERSON AGRESTA: Okay. Alright, thank
12 you. Next, CEO transitions. So David has distributed
13 first initially to the Executive Committee and then out, I
14 don't know if it's for the first time to the full Board
15 or if the full Board had seen them prior to this?

16 MS. BETTYE JO PAKULIS: This is the first
17 time I saw it, I believe, at a Board meeting.

18 MALE VOICE: First time.

19 CHAIRPERSON AGRESTA: At the last Board
20 meeting when David had announced that he was resigning he
21 did have a transition plan that he was preparing and had
22 sent out to the Executive Committee for review at the
23 Board meeting. You know, he said the Executive Committee
24 would review it and have input into it, etc.

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1 We made some suggestions, some -- raised
2 some questions, made some suggestions at that Executive
3 Committee meeting as well as I think some individual
4 Executive Committee members contacted David and talked
5 with him and flushed out additional details with regards
6 to this. But we did distribute the current transition
7 plan to the group.

8 And David, why don't you just walk us
9 through the big components not the detailed piece of it,
10 and talk a little bit about the transition plan and how
11 that's going. And then I'd like to hear a little bit from
12 John and Chris about their perception of this as well.

13 MS. KRAUS: And actually what I sent out
14 this morning, I apologize, David made a couple of tweaks
15 to it, so I will send you the latest and greatest one.
16 Just a few minor changes.

17 CHAIRPERSON AGRESTA: Okay.

18 MR. GILBERTSON: Okay to summarize some of
19 the high levels, a lot of what I have to say is just from
20 the operational issues in terms of the day to day work and
21 administrative -- a lot of administrative support, you
22 know, accounting, contracting, that type of stuff. So
23 with Chris on board and effectively now having the
24 accounting firm that has come on board that transitions

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1 all of the accounting over to the accounting firm.

2 And Chris is working with Paychex and HR
3 and we've got the HR manual, and now that we have the
4 benefits package defined she can finish that and get back
5 to the Board for approval. Payroll we began taking care
6 of with Paychex. And so a lot of the things on here are
7 the day to day kind of how do we do things and who's the
8 approval authority. I think the issue that ought to be
9 decided is who's going to take over the ability and
10 authority to execute funds and to sign contracts. Right
11 now that authority is your CEO, so without a CEO if
12 there's an interim or other designee, I have no one to
13 transition that duty. So that's the big piece that the
14 Board needs to follow through so we can start that
15 transition.

16 CHAIRPERSON AGRESTA: And Bruce, I believe
17 that you were looking into -- Marianne and Bruce were
18 looking into what are the requirements around what can be
19 done or not be done?

20 MR. CHUDWICK: Yeah, well I think the Board
21 has the authority to adopt a Resolution to provide and
22 delegate authority to someone in the absence of the CEO.
23 So that can be done at this meeting today and maybe should
24 be done.

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1 CHAIRPERSON AGRESTA: Okay, so we have the
2 ability to delegate authority --

3 MR. CHUDWICK: Ahum, right.

4 CHAIRPERSON AGRESTA: -- based on our By-
5 Laws?

6 MR. CHUDWICK: Ahum.

7 CHAIRPERSON AGRESTA: Okay. And --

8 MR. GILBERTSON: Just from the By-Laws, you
9 know, who is the Board members that are able to enter into
10 contracts was that the Treasurer?

11 CHAIRPERSON AGRESTA: No.

12 MR. GILBERTSON: The Treasurer -- okay, so
13 the operating procedures did, the CEO and --

14 CHAIRPERSON AGRESTA: The enter into
15 contracts is different than the signing authority for
16 payment. So those are two separate things and I think
17 entering into contract would be the Chair and the Vice-
18 Chair or the CEO right?

19 MR. CHUDWICK: Right, and until -- once a
20 CEO is in place the By-Laws and the operating procedures
21 give authority to that person. But once there's absence
22 in that then it reverts back to the Board to determine
23 what -- you know, who gets that authority from there on
24 out.

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1 CHAIRPERSON AGRESTA: So we would need to
2 make a decision --

3 MR. CHUDWICK: Ahum.

4 CHAIRPERSON AGRESTA: -- as David
5 transitioned out as to who would get that authority again.

6 MR. CHUDWICK: Exactly.

7 CHAIRPERSON AGRESTA: There isn't an
8 automatic process.

9 MR. CHUDWICK: Right, exactly.

10 CHAIRPERSON AGRESTA: Okay, and what about
11 signing authority for fiscal matters?

12 MR. CHUDWICK: Same thing.

13 CHAIRPERSON AGRESTA: Same thing.

14 MR. CHUDWICK: Right.

15 CHAIRPERSON AGRESTA: Okay.

16 MR. CHUDWICK: When the Board was
17 originally constituted back in November 2010 I think it
18 was, there was a Resolution adopted that provided
19 signatory authority to the Chair and Vice-Chair/Treasurer.

20 CHAIRPERSON AGRESTA: Okay.

21 MR. CHUDWICK: But then the CEO takes on
22 those functions in accordance with the By-Laws and the
23 operating procedures. So now that you're backing away
24 from the CEO, you should adopt another Resolution if

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1 you're going to give it to someone other than the Chair
2 and Vice-Chair.

3 CHAIRPERSON AGRESTA: Okay.

4 MR. CHUDWICK: Or even if you want to do
5 that you should, you know, reinstate the authority so it's
6 clear as to who's operating the entity.

7 CHAIRPERSON AGRESTA: So we should take an
8 action --

9 MR. CHUDWICK: Absolutely.

10 CHAIRPERSON AGRESTA: -- because we don't
11 want to -- that's what I want to hear.

12 MR. CHUDWICK: Right, you don't want to
13 leave any uncertainty going forward.

14 CHAIRPERSON AGRESTA: Okay, that's really
15 important.

16 MR. GILBERTSON: Well, I think that the
17 question is the timeline. I think that it can't wait till
18 the next Board meeting so preferably if we can have an
19 Interim --

20 CHAIRPERSON AGRESTA: Yeah, we're going to
21 handle that tonight I think.

22 MR. GILBERTSON: Yeah.

23 CHAIRPERSON AGRESTA: Yeah, I think the
24 sense is that we'll handle that tonight. Steve, you had a

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1 question?

2 MR. CASEY: No.

3 CHAIRPERSON AGRESTA: Oh, okay.

4 MS. BUFFKIN: Are there any contracts that
5 need to be entered into?

6 CHAIRPERSON AGRESTA: Are there any
7 contracts pending that we need to think about entering
8 into at the moment David?

9 MALE VOICE: There are a couple.

10 MR. GILBERTSON: No. We have our D&O
11 insurance in place, we have our accounting contract in
12 place, we have a risk management contract with Roy Agins
13 (phonetic), who's going to help us understand what our
14 risk exposure is and what we should do to cover it. And
15 then Lori's contract for technical support for the next
16 two or three months is in place, so there's no other
17 contracts out there.

18 CHAIRPERSON AGRESTA: And then John was --

19 MR. GILBERTSON: The only contract -- quote
20 unquote contracts or participation agreement, is the same
21 one from the pilot --

22 CHAIRPERSON AGRESTA: Oh, and is that a
23 formal contract, our participation agreements? Does that
24 fall under that?

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1 MR. CHUDWICK: I think so, yeah.

2 CHAIRPERSON AGRESTA: So they would require
3 contractual authority so we have to delegate to an
4 individual.

5 MR. CHUDWICK: Right, ahum.

6 CHAIRPERSON AGRESTA: Okay.

7 MS. MATTIE: Plus payroll, who signs
8 payroll?

9 CHAIRPERSON AGRESTA: The payroll is
10 different because we've got a contract with a payroll
11 company to sign out payroll. There are expenses that, you
12 know, would occur that normally the CEO would sign off on,
13 expenses for staff, and currently as it stands the
14 Treasurer signs off on expenses for the CEO. So that
15 would need to get delegated too I think or, you know, sort
16 of thought through.

17 MS. HORN: It sounds like a lot of those
18 more administrative-type of duties could be delegated to
19 Chris at this point?

20 CHAIRPERSON AGRESTA: And that's what you
21 recommended correct?

22 MR. GILBERTSON: I would delegate the
23 administrative tasks to Chris. I would recommend we
24 delegate the actual authority sign off to John so we have

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1 separation of duties. In other words the payment, the
2 final payment, the preparation of the bills and everything
3 will be done by accounting with Chris's oversight. But
4 when it comes to approving payment and actually giving the
5 payment, I would recommend that we separate those and have
6 that authority go over to John.

7 CHAIRPERSON AGRESTA: And any questions,
8 comments?

9 MR. CHUDWICK: You may want to consider
10 having that authority for entering into contracts and to
11 expending funds to also be subject to approval by a Board
12 member, either going back to the Vice-Chair/Treasurer or
13 some other Board member so again there's some Board
14 oversight.

15 CHAIRPERSON AGRESTA: I don't know, do we
16 want to do that for business --

17 MR. GILBERTSON: Any operating procedure,
18 there is currently oversight for anything over \$50,000.

19 MR. CHUDWICK: Right.

20 MR. GILBERTSON: We could certainly break
21 that -- remove that threshold and lower it to \$10,000 or
22 \$5,000 or whatever you're comfortable with. I don't know
23 if any Board member wants to get involved in that, you
24 know.

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1 CHAIRPERSON AGRESTA: I can tell you having
2 been the Board member that was engaged in all the relative
3 routine stuff, it was a lot of work. I know it is not
4 something I want to take on again, you know. So I want to
5 make sure that we do think carefully about the things that
6 are of high importance and the things that are -- you
7 know, that can be handled by John and by Chris.

8 If we are going to be entering into
9 business associate agreements or these sort of
10 participation agreements and we're talking about many,
11 many people signing off on them, I do think that those in
12 particular need to be -- we need to give the authority to
13 John or to Chris to do that work.

14 MS. HORN: You know, does that have to be
15 something that will come up during the next month? Do we
16 need to do that at this meeting?

17 MR. CHUDWICK: Yeah.

18 MS. HORN: Okay.

19 CHAIRPERSON AGRESTA: Okay.

20 MR. CHUDWICK: It will come up before the
21 next meeting.

22 CHAIRPERSON AGRESTA: So that will come up
23 before the next meeting because you're talking about
24 setting up this with CHC and whatnot right?

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1 MS. LORI REED-FOURQUET: CMHAs are still
2 pending.

3 CHAIRPERSON AGRESTA: Yup.

4 MS. BUFFKIN: Are there particular ones
5 that we know will come up in the next month? I think --

6 MR. GILBERTSON: Remember, the format and
7 structures have already been approved by the Board.

8 CHAIRPERSON AGRESTA: Right, we've already
9 approved the participation agreements. Now it's just
10 entering into the relationship on behalf of the --

11 MR. GILBERTSON: Right, and there are some
12 modifications required based on customer requirements.
13 You know, within reason I would allow those to be handled
14 by HITE/CT, but if they're significant they would need to
15 come back to somebody on the Board for approval.

16 CHAIRPERSON AGRESTA: Maybe since the Legal
17 and Policy Committee knows it best, back to that --

18 MR. GILBERTSON: Yup.

19 CHAIRPERSON AGRESTA: -- to that Chair or
20 something, because I wouldn't feel comfortable personally.

21 MR. CHUDWICK: Ahum, that's fine.

22 MS. REED-FOURQUET: So I want to make sure
23 that it doesn't -- whatever the decision is it doesn't
24 hold up the CMHA testing agreement in particular. So the

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1 testing -- base testing agreement was agreed to by the
2 Board. Their attorney went through and made some
3 modification requests, Gregg Lallier has reviewed those
4 requests and, you know, we'd like to be able to get them
5 on board and formalize the relationship to do the testing.

6 CHAIRPERSON AGRESTA: And Gregg, you feel
7 comfortable with the request of changes that CMHA made?

8 MS. HORN: I don't know that Gregg's still
9 on.

10 CHAIRPERSON AGRESTA: Gregg may not be.
11 But apparently he must have felt comfortable. What are
12 you suggesting Marianne?

13 MS. HORN: Delegating that to the Chair of
14 the Legal Subcommittee. He's a member of the Executive
15 Committee.

16 CHAIRPERSON AGRESTA: That would be fine
17 from my perspective in terms of approving the changes.
18 Anyone have any concerns about that, any comments?
19 Alright, and does anyone have any concerns or comments
20 about allowing it the way that David described it?

21 We have to come up with a formal motion I
22 suppose as to how to describe this but allowing Chris to
23 sign off on the administrative tasks and delegating those
24 to her and allowing John to sign off on the -- we can

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1 describe them at the --

2 MR. CHUDWICK: Expenditure of funds or --

3 CHAIRPERSON AGRESTA: -- expenditure of
4 funds and contractual relationships?

5 MS. HORN: With a certain dollar amount
6 limit?

7 CHAIRPERSON AGRESTA: With a -- I mean,
8 what's the reasonable limit? And we're not going to get
9 into -- we're either going to have a high -- you know,
10 we're kind of fumbling a little --

11 MS. MATTIE: We have -- stay with the
12 current limit.

13 CHAIRPERSON AGRESTA: Stay with the current
14 limit?

15 MS. MATTIE: Right.

16 CHAIRPERSON AGRESTA: Okay, so permitting
17 John to --

18 MS. KELLEY: What's the -- could you repeat
19 the current limit?

20 CHAIRPERSON AGRESTA: Off the top of my
21 head I don't know it.

22 MR. GILBERTSON: In the financial policy --
23 so the payment -- anything I think over \$10,000 has to
24 have approval from the Treasurer and the CEO, or John in

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1 this case. Anything -- any contract over \$50,000 in a
2 fiscal year has to be approved by the Treasurer. Anything
3 over \$100,000 has to be approved by the Board.

4 MS. MATTIE: I would stick with that
5 framework.

6 CHAIRPERSON AGRESTA: Alright.

7 MS. MATTIE: It's been working.

8 CHAIRPERSON AGRESTA: And we're either
9 going to have it or not --

10 MS. MATTIE: If not you're going to go into
11 a part-time bookkeeping job.

12 CHAIRPERSON AGRESTA: I don't want to do
13 that.

14 MS. HORN: And the contracts we're talking
15 about are not -- they're no cost correct?

16 MR. DeSTEFANO: Correct.

17 MS. HORN: They are.

18 CHAIRPERSON AGRESTA: Yeah, the contracts
19 aren't so can someone frame that into a Resolution for me?

20 MS. MATTIE: We will continue with the same
21 policy established by the Board on XYZ date and indicated
22 whatever the specifics are in establishing -- John, what's
23 your last name?

24 MR. DeSTEFANO: DeStefano.

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1 MS. MATTIE: John DeStefano as Interim
2 signature for contracts, expenses, etc.

3 CHAIRPERSON AGRESTA: And Chris for
4 administrative purposes?

5 MS. MATTIE: I don't know if we even have
6 to do that.

7 CHAIRPERSON AGRESTA: Probably --

8 MR. CHUDWICK: Probably don't.

9 MS. MATTIE: No.

10 MR. CHUDWICK: I mean, you're looking for
11 authority --

12 MS. MATTIE: Right.

13 MR. CHUDWICK: -- for someone to expend
14 funds and enter into contracts. It should be one person
15 and --

16 CHAIRPERSON AGRESTA: One person and then
17 --

18 MS. MATTIE: Right.

19 MR. CHUDWICK: I think it goes without
20 saying that, you know, the functions will continue on.

21 CHAIRPERSON AGRESTA: Yeah, okay.

22 MS. HORN: And is that effective today?

23 CHAIRPERSON AGRESTA: That would be
24 effective -- so we have to have an effective date. And so

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1 the way that David's resignation was, was he was resigning
2 effective as of September 11th. He has offered to us in a
3 letter to the Executive Committee the opportunity for him
4 to formally resign -- he's going to be in town next week,
5 for him to sort of formally relinquish duty as of the end
6 of August, August 31st, with his saving the HITE/CT his
7 salary cost for the ensuing several weeks but remain
8 available for the staff and for others to do transition to
9 care -- transitioning to care, my doctoring stuff comes
10 out.

11 MS. MATTIE: Well, you're Italian --

12 CHAIRPERSON AGRESTA: I spent all weekend
13 --

14 MS. MATTIE: -- good Catholic boy.

15 CHAIRPERSON AGRESTA: -- doing transitions
16 of care at the hospital, so. But offered that as an
17 option to just sort of move that process forward. So I
18 don't know if we need to formally -- do we need to
19 formally state a date and kind of --

20 MR. CHUDWICK: I think you do.

21 MS. MATTIE: Yeah.

22 CHAIRPERSON AGRESTA: Okay, do we want to
23 make it then --

24 MS. HORN: Making it clear.

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1 CHAIRPERSON AGRESTA: -- as official as --

2 MS. MATTIE: Well when can the operation --
3 at what point does he feel that this should transition
4 over?

5 CHAIRPERSON AGRESTA: David --

6 MS. MATTIE: This is an operational
7 question.

8 CHAIRPERSON AGRESTA: -- did you hear that
9 question? At what point do you feel like this should
10 transition over officially?

11 MR. GILBERTSON: I think next week would be
12 plenty of time to do that official transition. All of the
13 transition -- once I know who I'm transitioning to it
14 won't take more than a day or two. There will be some
15 work to do at the bank and then a few other things, but I
16 think the end of next week would be the official
17 transition, expecting -- entering into negotiations with
18 Axway. You need to have --

19 CHAIRPERSON AGRESTA: And we would require
20 another person.

21 MR. GILBERTSON: -- the new team in place
22 now. It doesn't do any good for me to be the principal
23 negotiator at this point because I won't be able to see it
24 through.

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1 CHAIRPERSON AGRESTA: Ron.

2 DR. BUCKMAN: Yeah just -- we're giving the
3 authority to John, we're not taking it away from David.
4 So you make it effective today and they transition as
5 they're able to.

6 MR. CHUDWICK: You'd be better off having
7 just a clean break effective with a date certain, John has
8 the authority to contract and David no longer does.

9 MS. KRAUS: August 31st is Friday.

10 MR. CHUDWICK: Then there's confusion and
11 they both have authority --

12 MS. HORN: August 31st?

13 MR. CHUDWICK: -- I think you should make a
14 date certain.

15 CHAIRPERSON AGRESTA: Alright, so I think
16 it's reasonable to do August 31st. There are some things
17 that I as the Treasurer may need to get involved in to
18 make this happen too, so I just am cognizant that
19 sometimes there's more than one person that may actually
20 need to physically do things at the bank, etc.

21 MS. HORN: Okay, several tasks.

22 CHAIRPERSON AGRESTA: Yes, I'm very aware
23 of it.

24 MS. HORN: Okay, so August 31st will be the

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1 start date.

2 CHAIRPERSON AGRESTA: Okay, so --

3 MS. HORN: And that's a motion.

4 CHAIRPERSON AGRESTA: And it's a motion.

5 MR. CASEY: Second.

6 MS. KRAUS: Oh, who made the motion?

7 CHAIRPERSON AGRESTA: Angela.

8 MS. KRAUS: Angela, okay.

9 CHAIRPERSON AGRESTA: You want to formally
10 make the motion, you look --

11 MS. MATTIE: No -- yes, absolutely.

12 CHAIRPERSON AGRESTA: Okay, and Steve
13 seconded it. Any comments? All in favor say Aye.

14 ALL VOICES: Aye.

15 CHAIRPERSON AGRESTA: Any opposed, any
16 abstentions? Alright, so be it. Alright Committee
17 updates, and I think these are going to be quick because I
18 don't think there's as much to report on out of some of
19 the Committees as others.

20 The Executive Committee did meet once by
21 phone. It's hard to imagine we only met once by phone,
22 but we covered a great deal of ground. We did go over the
23 compensation and PTO activities as we previously reported.
24 We went over the transition plan and made suggestions and

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1 talked about ideas there and we went into executive
2 session to talk about the letter that was sent to Axway
3 and how to word that and what the components of that
4 needed to be.

5 We did get updates from the Committee
6 Chairs as to the current status of the technology and
7 deployment and also the sustainment plan, etc. Other than
8 that, we did not do any other major activities. Correct
9 me if I'm wrong Marianne.

10 MS. HORN: I am -- I'm just quickly reading
11 my notes. It sounds good.

12 CHAIRPERSON AGRESTA: Alright. Kevin is
13 not on line for Business and Operations Committee I do
14 believe. Right, he's not here? Okay. Finance Committee?

15 MR. CARMODY: We have not met.

16 CHAIRPERSON AGRESTA: Okay. Legal and
17 Policy Committee, John Lynch is not on line but is there
18 any member of the Legal and Policy Committee that can give
19 some updates? Lori probably can.

20 MS. REED-FOURQUET: Yeah, there's really
21 not much update. For this past month we had cancelled the
22 meeting, we will resume the meeting for the first week of
23 September and we'll continue looking at workflows around
24 the disclosure for the patients and consent action, etc.

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1 CHAIRPERSON AGRESTA: Okay. Special
2 Populations Committee?

3 MS. KELLEY: We didn't meet, we're pending
4 decision as to our direction with regards to the Axway
5 negotiations. I do want to say that I think it's
6 important that it does meet once we have a little more
7 direction as to where we're going because regardless of
8 what we do it has Special Population implications. But
9 there has just been no point to do that until we know
10 where we're heading.

11 But we do have the principles, which are
12 good. We have some consumer education materials that are
13 even on the website. So there's stuff that's there, but
14 right now we're waiting to see what our ultimate business
15 plan is going to be going forward.

16 CHAIRPERSON AGRESTA: Okay, and last but
17 not least Technical Committee.

18 MR. DeSTEFANO: Yeah, we had a meeting
19 mostly -- well, it was devoted to a Direct learning
20 session. So we had an in-service on Direct and some of
21 the technology around it. Nothing else to report.

22 CHAIRPERSON AGRESTA: Okay, any -- from
23 your perspective Peter anything there?

24 MR. PETER COURTWAY: Well, you know we --

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1 you know, a couple of quick things. One is, you know, we
2 finished the on-boarding agreement, reported that out at
3 the last session. So we really should -- it's been
4 through that, it looks fine with the people who wanted to
5 be in that first round of pilot. And so I'm working
6 through the on-boarding procedure to see what we can in
7 terms of acceptance and adoption and trying to move the
8 agenda forward and as long as the pieces gets kind of
9 moved as fast as possible to bringing the technology to
10 light so that people can get confident that the technology
11 does work, you know, and that we can operate it. So I
12 think most of it -- the two things that are really still
13 left off we go after. And that's it.

14 CHAIRPERSON AGRESTA: Alright. And we are
15 finished with our Committee updates and now we have the
16 ability to have public comment. If you'd like to make any
17 public comment?

18 MALE VOICE: I have no public comment.

19 CHAIRPERSON AGRESTA: Our member of the
20 public did not make a comment.

21 MR. GILBERTSON: And Tom, can we get a
22 Resolution on the delegation or is that going to happen --

23 CHAIRPERSON AGRESTA: No, that happened as
24 part of this meeting. So it's delegated as of the 31st, I

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1 believe is the date.

2 MR. GILBERTSON: Okay so that's the signing
3 -- that those individuals are approved by the Board as the
4 delegees.

5 CHAIRPERSON AGRESTA: Correct.

6 MR. GILBERTSON: Okay, thanks.

7 CHAIRPERSON AGRESTA: And if there's no
8 other --

9 MALE VOICE: Move to adjourn.

10 CHAIRPERSON AGRESTA: Second?

11 MALE VOICE: Second.

12 CHAIRPERSON AGRESTA: All in favor?

13 ALL VOICES: Aye.

14 CHAIRPERSON AGRESTA: Thank you.

15 (Whereupon, the meeting was adjourned at
16 6:35 p.m.)